

ARTSEED

A California Nonprofit Public Benefit Corporation

BYLAWS

ARTICLE 1 PURPOSES

1.1 General Purpose. Artseed is chartered as a nonprofit public benefit corporation as set forth by the California Nonprofit Public Benefit Corporation Law (the “CNCL”), exclusively for charitable and public purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

1.2 Specific Purpose. The corporation aims to improve lives and revitalize the arts by conceiving, developing and nurturing “art as education” projects that stimulate and grow into mutually supportive, long-term relationships. The goal is to connect people of all ages and backgrounds and explore new opportunities for them to grasp, utilize and transform the arts. It has a non-discriminatory policy and therefore does not discriminate against applicants and students on the basis of race, color, national or ethnic origin, age, sexual orientation or income status.

ARTICLE 2 OFFICES

The corporation's principal office shall be fixed and located at such place in the County of San Francisco, State of California, as the Board of Directors shall determine. The Board is granted full authority to change said principal office from one location to another within such County. The Board of Directors may at any time establish branch or subordinate offices at any place or places for the corporation to conduct its activities.

ARTICLE 3 MEMBERSHIP

The corporation shall have no members with voting privileges. Contributors to the corporation, or others, may from time to time be referred to as “Members”, but all legal rights and privileges will be vested in the Directors.

ARTICLE 4 BOARD OF DIRECTORS

4.1 General Powers. Subject to the applicable provisions of the CNCL and any limitation in the Articles of Incorporation and in these Bylaws, the corporation’s activities and

affairs shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of this corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

4.2 Role. The Board of Directors shall be responsible for the financial well-being of the corporation. Its primary function, in this respect, is to assist in the raising of funds to carry out the corporation's programs. This is done by securing the personal financial support of directors, and in conjunction with the corporation's officers, soliciting gifts and endowments, institutional grants and public appropriations.

4.3 Number of Directors. The Board of Directors shall consist of not less than two (2) nor more than forty (40) members. The exact authorized number of directors shall be fixed from time to time, within the limits specified in this section or in the Articles of Incorporation, by the Board of Directors. Subject to the foregoing provisions, the authorized number of directors of this corporation shall be five (5).

4.4 Qualification. So long as required by law, not more than forty-nine percent (49%) of the persons serving the Board of Directors of this corporation may be "interested persons" as defined by the CNCL (presently section 5227)¹. Directors must possess the desire and commitment to further the corporation's purpose.

4.5 Election. Directors shall be elected by the sitting Board at a regular annual meeting of the directors or in any other manner authorized by law. In any election of directors the candidates receiving the highest number of votes are elected. Elections for directors need not be by ballot unless a director demands election by ballot at the meeting and before the voting begins. Each director shall cast one vote for each office or director to be filled. Directors shall also select a Chairperson to lead the Board of Directors and be its official representative.

4.6 Conflicts of Interest. Upon acceptance of election as a director, any director who has financial interest which might affect the director's votes on the corporation's business, shall identify the nature of the interest. Any director having a conflict of interest with respect to any item of business to be voted upon shall state the nature of the possible conflict and refrain from voting. Any director, who is uncertain whether a conflict of interest may exist in any

¹ Section 5227 presently defines "interested persons" as either:

“(1) Any person currently being compensated by the corporation for services rendered to it within the previous 12 months, **whether** as a full-or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as a director; or

(2) Any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.”

This footnote is not part of this corporation's Bylaws and is intended for informational purposes only.

matter, may request the Board of Directors to resolve the question by majority vote. The vote of any director failing to declare a conflict may be challenged immediately after the vote is taken and the existence or non-existence of the conflict shall be resolved by a vote of a majority of the directors present other than the challenged and challenging directors.

4.7 Term. Directors elected shall hold office 2 consecutive years. Each director, including a director elected to fill a vacancy, shall hold office until his or her successor is elected, except as otherwise provided by law.

4.8 Compensation. Directors shall serve without compensation except that they may be allowed and paid their actual and necessary expenses of attendance at each regular or special meeting of the Board of Directors or any of its committees, but subject to the restrictions of Section 4.4 of these Bylaws, nothing contained in this section shall be construed to preclude any director from serving this corporation in any other capacity and receiving just a reasonable compensation thereof.

4.9 No interest in Assets. No director shall possess any property right in or to the property of this corporation. In the event this corporation owns or holds any property upon dissolution and winding up, after paying or adequately providing for its debts and obligations, the directors shall dispose of the remaining property in accordance with the Articles of Incorporation.

4.10 Removal. A vacancy or vacancies on the Board of Directors shall exist on the occurrence of the following: (a) the death, resignation or removal of any director; (b) the declaration by resolution of the Board of Directors of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the CNCL; (c) the vote of the majority of all directors; or (e) the failure of the directors, at any meeting of the board of directors at which any director or directors are to be elected, to elect the number of directors required to be elected at such meeting.

4.11 Resignations. Any director may resign by giving written notice to the Chairman, if any, or to the Executive Director or the Secretary of the Board of Directors. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective later, the board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no director may resign if the corporation would be left without a duly elected director or directors.

4.12 Filling Vacancies. Any vacancy occurring on the Board of Directors as well as any directorship to be filled by reason of an increase in the number of directors shall be filled by approval of the Board of Directors or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director. A director elected to fill a vacancy as provided by this Section shall hold office during the unexpired term of his or her predecessors in office and until his or her successor is elected.

ARTICLE 5
BOARD OF DIRECTORS MEETINGS

5.1 Regular Meetings. The Board of Directors may fix by resolution the time and place, either within or outside California, for the holding of regular meetings, including the regular annual meeting of the Board of Directors, without other notice than such resolution. Notice of any change in the time or place of regular meetings shall be given to all of the directors in the same manner as notice for special meetings of the Board of Directors.

5.2 Special Meetings. Special meetings of the Board of Directors for any purpose may be called by the Chairman of the Board of Directors, the Secretary or any two (2) directors.

5.3 Notice. Special meetings of the Board of Directors shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or other system and technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means, to each director at his or her address as shown on the records of this corporation or, if it is not shown on the records and it is not readily ascertainable, at the place at which meetings of the directors are regularly held. Notice of a meeting need not be given to any director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made part of the minutes of the meetings. The business to be transacted at the meeting needs to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

5.4 Quorum and Adjournment. A majority of the number of directors authorized by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A majority of the directors present, whether or not a quorum is present, may adjourn the meeting for twenty-four (24) hours or less without further notice. If the meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

5.5 Manner of Acting. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a different number is required by law, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. Members of the Board of Directors may participate in a meeting through the use of conference telephone, electronic video screen communication or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such meeting.

5.6 Action Without a Meeting of the Board of Directors. Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all

members of the Board of Directors consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an “interested director” as defined in Section 5233 of the CNCL shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the Board of Directors.

ARTICLE 6 COMMITTEES

6.1 Committees of Directors. The Board of Directors, by resolution adopted by a majority of the number of directors then in office, provided a quorum is present, may form one or more committees as it deems appropriate to expedite the work, to undertake detailed study of areas of concern and to make appropriate recommendations to the Board of Directors. The Board of Directors shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which the proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Article five (5) of this Bylaws applicable to meetings and actions of the Board of Directors. Persons who are not directors may be asked to serve on any board committee but only elected directors may be counted in determining a quorum or a voting majority necessary to carry a proposal measure.

6.2 Limitations. The committees, to the extent provided in the resolution of the Board of Directors, shall have the authority of the Board of Directors except with respect to: (a) the approval of any action for which the CNCL also requires approval of the Board of Directors; (b) the filling of vacancies on the Board of Directors or on any committee which has the authority of the Board of Directors; (c) the fixing of compensation of the directors for serving on the Board of Directors or on any committee; (d) the amendment and repeal of Bylaws or the adoption of new Bylaws; (e) the amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable; (f) the appointment of committees of the Board of Directors or the members thereof; (g) the expenditure of corporate funds to support nominee for director after there are more people nominated for director than can be elected; or (h) the approval of any self dealing transaction as defined in Section 5233 of the CNCL or any successor section thereto, except as provided by law.

6.3 Executive Committee. The Executive Committee shall be composed of: the Executive Director, the Treasurer, the Secretary, and the chairs of each of the standing committees. The Executive Committee shall act for the Board of Directors in matters of general supervision of the corporation and in matters requiring emergency action and arising out of an inability of the Board of Directors to meet in required quorum in regular or special session. Emergency actions taken by the committee shall be transmitted in writing to the Board of Directors within ten (10) working days. If five (5) or more Directors request reconsideration of the emergency action they must do so in writing to the Secretary of the Board of Directors within five working days of the date of notification of the Executive Committee action. The matter will

then be placed on the agenda for a special meeting or the next scheduled meeting of the full Board of Directors.

6.4 Financial Affairs Committee. The Financial Affairs Committee is composed of two designated members of the Board of Directors and other financial experts and will work cooperatively and closely with the Treasurer of the corporation. The Financial Affairs Committee is charged with the responsibility of selecting the most appropriate investments, if any, for the corporation, managing those investments, and evaluating overall growth of the corporation's funds.

6.5 Resources Development Committee. The Resources Development Committee is composed of at least two designated members of the Board of Directors and other individuals and will work cooperatively and closely with the Treasurer of the corporation. The Resources Development Committee is responsible for collecting donations from private individuals and corporate donors, maintaining the appropriate records and receipts, sending acknowledgment letters to donors on a quarterly basis, and creating an effective endowment development strategy to ever increase the endowment of the corporation. The Committee will also be responsible for development and execution of all fundraising activities, including, but not limited to, the promotion, production, and repetition of an annual or semi-annual fundraising event to attract individual and corporate sponsors.

6.6 Meetings and action of Committees. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board of Directors actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by board resolution or, if there is none, by resolution of the committee of the Board of Directors. Minutes of each meeting of any committee of the Board of Directors shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee, provided that they are consistent with these bylaws or, in the absence of rules adopted by the Board of Directors, the committee may adopt such rules.

ARTICLE 7 OFFICERS

7.1 Officers. The officers of the corporation shall be an Executive Director, a Secretary, a Chief Financial Officer who shall be designated the Treasurer and such other officers with such titles and duties as shall be determined by the Board of Directors. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as either the Executive Director or Chairman of the Board of Directors.

7.2 Qualification, Election and Term of Office. Any person interested in the purposes of this corporation may serve as an officer. The officers of this corporation shall be chosen by the Board of Directors and shall serve at the pleasure of the Board of Directors, until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor

shall be elected and qualified, whichever occurs first, subject to the rights, if any, of any officer under any contract of employment.

7.3 Removal. Any officer may be removed, either with or without cause, by the Board of Directors, at any time without prejudice to any rights of an officer under any contract of employment. The Board of Directors may also confer the power of removal to a single officer to remove another officer who was not initially chosen by the board, without prejudice to any rights of an officer under any contract of employment.

7.4 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or to the Executive Director or Secretary of the corporation. The resignation shall take effect as of the date of the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party if such contract had previously been approved or ratified by the Board of Directors.

7.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Board of Directors.

7.6 Chairman of the Board of Directors. If a chairman of the Board of Directors is elected, he or she shall preside at meetings of the board and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time. If there is no Executive Director, the chairman shall also be the chief executive officer and shall have the powers and duties of the Executive Director of the corporation prescribed by these Bylaws.

7.7 Executive Director. The Executive Director shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise, direct and control the affairs of the corporation and the activities of the officers. The Executive Director shall preside at all Board of Directors meetings where the Chairman of the Board is not present. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the Executive Director shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

7.8 Secretary. The Secretary shall keep or cause to be kept, at the corporation's principal office in California or such other place as the Board of Directors may direct, a corporate records binder containing the original, or a copy of the articles of incorporation and bylaws, as amended to date, and minutes of all meetings, proceedings, and actions of the board and of committees of the board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular or special, and if special, how authorized, the notice given and the names of those present at board and committee meetings.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate records and seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe. The Secretary, in general, shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

7.9 Treasurer. The treasurer shall be the chief financial officer of this corporation and shall: (a) keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses; (b) send or cause to be given to the Board of Directors such financial statements and reports as are required to be given by law or by these bylaws; (c) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such banks, trust companies, or other depositories as the Board of Directors may designate; (d) shall render to the Executive Director and the Board of Directors, whenever they requested it, an account of all his or her transactions as treasurer and of the financial condition of the corporation. The Treasurer shall have all of the powers and perform all of the duties incident to the office of treasurer, and shall have such further powers and shall perform such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or as the Board of Directors may prescribe from time to time.

7.9.1 Assistant Treasurer. If one or more shall be elected, the Assistant Treasurer, in the absence of the Treasurer, shall have all the authority and duties vested in the Treasurer. He shall perform such duties as may be assigned to him by the Treasurer, The Board of Directors, or the Executive Director.

7.10 Compensation. The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of these Bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation.

ARTICLE 8 INDEMNIFICATION

8.1 Right to indemnity. To the fullest extent permitted by law, this corporation shall indemnify each of its present or former directors and officers against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceedings or any threatened proceedings (hereinafter "proceeding includes any threatened proceeding) arising by reason of the fact that any such person is or was a director or officer of this corporation; provided that the Board of Directors determines that such person was acting in good faith and in a manner he or she believed to be in the best interest of this

corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes actions brought by or in the right of this corporation and certain actions alleging self-dealing or breach of any duty relating to assets held in charitable trust.

8.2 Advancement of Expenses. Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay the amount of the advance unless it is determined ultimately that the director or officer is entitled to be indemnified as authorized in this Article or Bylaws.

8.3 Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE 9 RECORDS AND REPORTS

9.1 Maintenance of Corporate Records. The corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or copy of the articles of incorporation and bylaws, as amended to date. Furthermore, This corporation shall keep adequate and correct books and records of account; and written minutes of the proceedings of its Board of Directors and committees of the Board of Directors. Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted in written form.

9.2 Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE 10 ANNUAL AND OTHER REPORTS

10.1 The Annual Report². So long as required by the CNCL (presently Section 6321) The Board of Directors shall cause to be prepared an annual report within 120 days after the end

² This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors.

of the corporation's fiscal year, for their own use and for whatever further use the Board of Directors may duly authorize. That report shall contain the following information, in appropriate detail for the fiscal year: (a) assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year; (b) principal changes in assets and liabilities, including trust funds; (c) revenue or receipts of the corporation both unrestricted and restricted to particular purposes; and (d) expenses or disbursements of the corporation for both general and restricted purposes. The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

10.2 Annual Statement of Certain Transactions. As part of the annual report, the corporation shall annually prepare and furnish to each director a statement of any transaction or indemnification of the following kind within 120 days after the end of the corporation's fiscal year: (a) any "covered transaction" during previous fiscal year involving more than fifty thousand dollars (\$50,000) or which was one of a number of "covered transactions" in which the same "interested person" had a direct or indirect financial interest, and which transaction in aggregate, involved more than fifty thousand dollars (\$50,000). The description of such "covered transactions" should include the names of the "interested persons" involved in such transactions, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with partnership of which such person is a partner, only the interest of the partnership need to be stated; and (b) any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of this corporation pursuant to the CNCL (presently Section 5238) providing for the indemnification of officers and directors. The amount and circumstances of such indemnification should be stated. Within the meaning of this section, a "covered transaction" with an "interested person" means a transaction in which this corporation, its parent or its subsidiary was a party, and in which either of the following persons had a direct or indirect material financial interest: any director or officer of this corporation, or its parent or subsidiary; or any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

ARTICLE 11 GENERAL MATTERS

11.1 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the CNCL shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

11.2 Check, Drafts, Evidences of Indebtedness. From time to time, the Board of Directors shall determine by resolution which person or persons may sign or endorse all checks, drafts, other orders for payment of money, notes, or other evidences of indebtedness that are

issued in the name of or payable to the corporation, and only the persons so authorized shall sign or endorse those instruments.

11.3 Corporate Contracts and Instruments Executed. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation; such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

ARTICLE 12 AMENDMENTS

New Bylaws may be adopted or these Bylaws may be amended or repealed by the approval of the Board of Directors.

SECRETARY'S CERTIFICATION OF ADOPTION OF BYLAWS

I certify that I am the duly elected and acting Secretary of ArtSeed, a California Nonprofit Public Benefit Corporation.

The foregoing Bylaws constitute the Bylaws of said corporation as adopted by the Directors of said corporation by unanimous written consent on _____ (date).

IN WITNESS WHEREOF, I have hereunto subscribed my name on _____ (date).

Marissa Kunz, Secretary

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